

ASIAN TERMINALS, INC.
ATI Head Office, A. Bonifacio Drive, Port Area, Manila
Tel. No. 8528-6000

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS

To the Stockholders of Asian Terminals, Inc.:

The Board of Directors on February 23, 2023, resolved to hold the annual meeting virtually, pursuant to applicable SEC regulations. The annual meeting will be virtually conducted and may be accessed on the link https://bit.ly/ATI_2023ASM on **April 27, 2023, 2:00 p.m.**, to consider and take action upon the following matters:

1. **Call to Order.** This officially commences the meeting.
2. **Proof of Notice and Quorum.** The Corporate Secretary will certify that the notice of meeting had been sent to stockholders as of record date and that there is a quorum.
3. **Approval of the Minutes of the Annual Stockholders' Meeting held on April 28, 2022.** The Minutes record the proceedings of the 2022 annual meeting. The minutes were included in the Information Statement and may be accessed in the Company Website https://www.asianterminals.com.ph/ati_disclosures_minutesofmeeting.aspx
4. **Chairman's Address.** The Chairman will address the stockholders and present the highlights of the business operation and performance of the Company in 2022.
5. **Election of Directors.** The nominees are named in Item 5 of the Information Statement, together with their qualifications and profiles for the election of the stockholders. Pursuant to the by-laws, the directors (including the independent directors) shall be elected annually and shall hold office until the next annual meeting and until his successor shall have been elected and qualified. Pursuant to the Company's Corporate Governance Manual and applicable regulations of the SEC, an independent director who has served more than nine (9) consecutive years reckoned from 2012, can serve as such based on meritorious justifications and with the stockholders' approval. Chief Justice Artemio V. Panganiban has been the Company's independent director since 2010 and the Board resolved to retain him as independent director based on meritorious justification, subject to the approval of the stockholders. *(Please refer to Item 5 (a) (1) of the Information Statement)* The stockholder's vote in his favor is deemed an approval of the justification, otherwise he may choose to abstain.
6. **Approval of the Audited Financial Statements for the Year Ended December 31, 2022.** The stockholders are asked to approve the 2022 Audited Financial Statements, a copy of which is attached to the Information Statement.
7. **Appointment of Independent Auditors.** The appointment of R.G. Manabat & Co. as the independent auditors for 2023. Approval of the stockholders is sought.
8. **Approval and Ratification of the Acts of the Board and the Management during the year 2022.** The acts of the Board and Management in 2022 were summarized in Item 15 of the Information Statement. Approval and ratification of the stockholders is sought.

9. **Other Matters.** Any other relevant matter to the meeting may be raised by the stockholders.

10. **Adjournment.** This is to officially end the meeting.

All stockholders of record at the close of business on March 29, 2023 are entitled to notice and to vote at the annual meeting and at any adjournment thereof. The stock and transfer books of the Company will be closed from March 29 up to April 27, 2023.

If unable to attend the meeting, stockholders may appoint either the Chairman of the ATI Board or the President as proxy with voting instructions and submitted via the Registration Portal. Proxies should be submitted **on or before 7pm of April 17, 2023**. Please refer to Annex "A" for the procedure. Proxies will be validated **on April 21, 2023** at the Office of the Corporate Secretary., ATI Head Office, A. Bonifacio Drive, Port Area, Manila, 1018.

The Information Statement and its attachments is accessible at the PSE EDGE website and ATI Website at <https://www.asianterminals.com.ph> .

The detailed procedure of the registration and voting process are stated in **Appendix "A"** hereof.

Manila, Philippines, March 10, 2023.


RODOLFO G. CORVITE, JR.
Corporate Secretary

Procedure for the Registration, Participation and Voting in the 2023 Annual Stockholders' Meeting

To ensure the safety of attendees, the Board of Directors on February 23, 2023, resolved to hold the annual meeting by remote communication and voting will be in absentia, pursuant to applicable SEC regulations.

All stockholders of record at the close of business on March 29, 2023 are entitled to notice and to vote at the annual meeting and at any adjournment thereof.

A) REGISTRATION: Stockholders may register to participate in the virtual meeting at the Registration Portal ("Registration Portal") at: <https://bit.ly/34INqR7>

Registration will be from **9:00 am of April 5, 2023, until 7:00 pm of April 17, 2023.** Stockholders are advised to register as early as possible. To proceed with the registration, personal information will be required. For identification, the Company shall only accept a scanned back-to-back copy of one valid government-issued ID bearing photo and signature which will be uploaded in the Registration Portal. Consent to process the personal information is included in the Registration Portal.

1. *Individual stockholder with shares recorded in their name:* name, valid email address¹, active contact number and upload a valid government-issued ID.

For stockholders with joint accounts, only the authorized stockholder will register and in addition to the above, shall upload scanned copy of a notarized authorization letter signed by the other stockholders, indicating who among them would be authorized to participate and/or vote and upload their valid government-issued IDs.

Individual Stockholder under a broker/ PCD: in addition to the name, valid email address, active contact number and a valid government-issued ID, the stockholder needs to coordinate with his broker and secure a duly signed Broker's Certification stating the full account name, number of shares, and account or reference number which shall be uploaded in the Registration Portal.

2. *Corporate stockholder:* the duly authorized representative of the corporate stockholder shall register and provide his name, valid email address, active contact number, valid government-issued ID and the scanned copy of the notarized Secretary's Certificate and signed proxy appointing either the ATI Chairman or President.

A proxy given by a broker in respect of shares of stock held by such broker for the account of the beneficial owner must be accompanied by a certification under oath stating the number of shareholdings and a that the broker has obtained the written consent or authorization of the account holder.

The Company reserves the right to require additional documents as may be necessary or relevant.

¹ Only the email used for registration may be admitted to the actual online meeting.

B) VALIDATION: A notification by email from ATISHMeeting@asianterminals.com.ph shall be received by the stockholder together with a unique passcode which shall be used to access the ATI Voting Portal or other instructions. For queries, assistance or any technical difficulties, the stockholders may communicate with the Company through the above-mentioned email address or call 8528-6000.

Stockholders may appoint either the ATI Chairman or the President as proxy. Proxies should be submitted **on or before 7pm of April 17, 2023**. The duly accomplished scanned copy of the proxy (and other attachments, as applicable) may be uploaded by the stockholder upon registration or hard copies may be sent to the address below. Proxies will be validated **on April 21, 2023** at the said address.

Office of the Corporate Secretary
Asian Terminals, Inc.
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C) VOTING: All the agenda items indicated in the Notice will be set out in the ATI Voting Portal ("Voting Portal"). Voting shall be online and may be accessed using the unique passcode sent to the registered email. The Voting Portal shall be open from **9:00 am of April 17, 2023 up to 7:00 pm of April 25, 2023**, in the link below:

<https://bit.ly/3q69lcl>

1. Individual stockholder with shares recorded in their name: they may access the Voting Portal by providing the valid email address they used in the registration and the sent unique passcode.

For stockholders with joint accounts, only the stockholder who registered and was authorized by the joint stockholders shall vote by providing the valid email address they used in the registration and the unique passcode.

Individual Stockholder under a broker/ PCD: they may access the Voting Portal by providing the valid email address they used in the registration and the unique passcode.

2. Corporate stockholder or broker. Either the ATI Chairman or the President may vote, as may be provided in the proxy.

The Office of the Corporate Secretary shall tabulate all votes received and the results shall be validated by R.G. Manabat and Co.

Access to the Registration and Voting Portals shall be limited to the Office of Corporate Secretary, ATI IT Support Team, authorized representative of the stock and transfer agent and the R.G. Manabat and Co.

- D. QUORUM:** The following stockholders shall be deemed present for purposes of quorum:
- a) whose registrations are validated.
 - b) who sent their accomplished proxies and validated
 - c) who voted from **9:00 am of April 17, 2023 up to 7:00 pm of April 25, 2023**.

E. PROCEEDINGS: The meeting will be held virtually on April 27, 2023 at 2pm, on the link https://bit.ly/ATI_2023ASM² Only stockholders whose registration were validated may access the meeting. Every item in the agenda for approval of the stockholders will be shown on the screen

² QR Code to access the meeting is provided in the next page.

during the meeting as the same is taken up. During the meeting, the Secretary shall report the votes received and inform the stockholders if the particular item is carried or disapproved. The total number of votes cast for each item for approval under the agenda will be shown on the screen. The meeting shall be recorded and the recording will be made available to the stockholders upon request sent to ATISHMeeting@asianterminals.com.ph. For queries, assistance or any technical difficulties, the stockholders may communicate with the Company through the above-mentioned email address or call at 8528-6000.

F.QUESTIONS: Relevant questions on the items in the Agenda may be sent by stockholders during the meeting (in the Q&A chatbox) or in advance to ATISHMeeting@asianterminals.com.ph on or before **7pm of April 25, 2023** with the subject heading **“ASM 2023 Question”** and the identity of the sender must be stated after the question. Replies may be given during the meeting and any unanswered will be replied to by email.

QR CODE FOR LINK TO THE MEETING

(Scan the QR Code using any capable device with internet connection. Open link and join the meeting. You will be admitted to the meeting after verification of your email).

